

and the West Coast of South America; (iv) Mediterranean Europe and the West Coast of South America; (v) the U.S. ~~(all coasts) East Coast~~ and the West Coast of South America and all of Central America; and (vi) between countries on the West Coast of South America and/or in the Caribbean. All of the foregoing is hereinafter referred to as the "Trade."<sup>1</sup>

#### ARTICLE 5: AGREEMENT AUTHORITY

##### 5.1 Non-Compete

(a) The Parties hereby agree that for a period of three (3) years after the date on which HSDG acquires the assets of the ocean liner transportation services of CCNI in the Trade (the "Closing Date")<sup>2</sup>, CCNI and the persons listed in Appendix A hereto (collectively, the "Sellers") will not, directly or indirectly, carry on or engage in any ocean containerized liner transportation service which competes with the liner services being acquired by HSDG without the prior written consent of HSDG. For the avoidance of doubt, this Article 5.1(a) applies to services of CCNI with multi-purpose vessels capable of container transportation.

<sup>1</sup> Trades not involving the United States are not within the scope of the U.S. Shipping Act or the jurisdiction of the FMC and it is understood that the Parties receive no immunity from U.S. antitrust laws with respect to such trades. They are identified in this Agreement solely for purposes of disclosing the full scope of the agreement of the Parties.

<sup>2</sup> To the extent the acquisition of any liner services or portion thereof is delayed with respect to a particular country, the term "Closing Date" with respect to such country(ies) shall be the date on which the transaction is consummated insofar as that country is concerned.

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